

REC'D TN
REGULATORY AUTH.
'99 AUG 12 AM 9 30
OFFICE OF THE
EXECUTIVE SECRETARY
Michael B. Bressman
(615) 252-2399
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**BOULT
CUMMINGS
CONNERS
& BERRY** PLC
LAW OFFICES
414 UNION STREET, SUITE 1600
POST OFFICE BOX 198062
NASHVILLE, TENNESSEE 37219

REC'D TN
REGULATORY AUTH.
'99 AUG 5 PM 4 20
OFFICE OF THE
EXECUTIVE SECRETARY
TELEPHONE (615) 244-2582
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INTERNET WEB <http://www.bccb.com/>

August 5, 1999

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: ACI Corp. Name Change

Dear Mr. Waddell:

This letter is to inform you that ACI Corp., which received its authority as a competing telecommunications service provider by order of the Tennessee Regulatory Authority dated May 19, 1999 in Docket No. 99-00122, has recently changed its name to Rhythms Links Inc. Attached is a copy of a certificate from the Tennessee Secretary of State indicating that the name change became effective in Tennessee on July 20, 1999, and the accompanying filing with that office. Also attached is a copy of a certificate from the Delaware Secretary of State certifying that ACI Corp. changed its name to Rhythms Links Inc., and the accompanying filing with that office. All other information on file with the TRA remains the same. In particular, Rhythms Links Inc. would like all notices and correspondence to continue to be addressed to:

Colin Alberts
Blumenfeld & Cohen
1615 M Street, N.W., Suite 700
Washington, D.C. 20036

with copies sent to:


Michael B. Bressman
Boult, Cummings, Connors & Berry, PLC
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, Tennessee 37219

David Waddell
August 5, 1999
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If you have any questions concerning this matter, please contact me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Michael B. Bressman

Enclosures

cc: Patrick O'Connor

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 07/20/99
REQUEST NUMBER: 3712-2169
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 07/20/99 1100
EFFECTIVE DATE/TIME: 07/20/99 1100
CONTROL NUMBER: 0364192

TO:
RHYTHMS LINKS INC
6933 S REVERE PKWY
ENGLEWOOD, CO 80112-3931

RE:
RHYTHMS LINKS INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 07/20/99

FROM:
C T CORPORATION SYSTEM (LOS ANGELES, CA)
818 W. SEVENTH ST.
2ND FLOOR
LOS ANGELES, CA 90017-0000

RECEIVED: FEES \$20.00 \$0.00

TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002524489
ACCOUNT NUMBER: 00000002



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

RECEIVED
SECRETARY OF STATE
FILED
12-1-99

ACT Corp.

99 JUL 20 AM 11:00

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Rhythms Links Inc.

If different, the name under which the certificate of authority is to be obtained is _____

2. The state or country under whose law it is incorporated is Delaware3. The date of its incorporation is February 15, 1998 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

6933 South Revere Parkway, Englewood, Colorado 80112-3931

Street	City	State/Country	Zip Code
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5. The complete street address (including the county and the zip code) of its registered office in Tennessee is c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox 37902

Street	City/State	County	Zip Code
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The name of its registered agent at that office is C T Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Catherine Hapka, 6933 South Revere Parkway, Englewood, Colorado 80112-3931,President and Chief Executive OfficerEric Gais, 6933 South Revere Parkway, Englewood, Colorado 80112-3931, Treasurerand SecretaryJames Greenberg, 6933 South Revere Parkway, Englewood, Colorado 80112-3931,Vice President - Operations

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Catherine Hapka, 6933 South Revere Parkway, Englewood, Colorado 80112-3931James Greenberg, 6933 South Revere Parkway, Englewood, Colorado 80112-3931Jaffrey Blumenfeld, 6933 South Revere Parkway, Englewood, Colorado 80112-3931

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is N/A, 19____ (date), _____ (time).

(NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.)

(NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is successfully filed in Tennessee.)

7/12/99

Signature Date

Secretary

Signer's Capacity

Rhythms Links Inc.

Name of Corporation

Signature

Eric Gais

Name (typed or printed)

SS-4435 (Rev. 10/89)

Filing Fee: \$10.00

State of Delaware RECEIVED
Office of the Secretary of State

PAGE 1

99 JUL 20 AM 11:00

RILEY E. FREEL
SECRETARY OF STATE

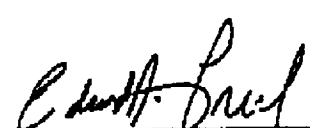
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RHYTHMS LINKS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2860743 8300

991286970


Edward J. Freel, Secretary of State

AUTHENTICATION: 9862611

DATE: 07-14-99

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ACI CORP.", CHANGING ITS NAME FROM "ACI CORP." TO "RHYTHMS LINKS INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 1999, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

2860743 8100

991274671

AUTHENTICATION:

9848406

DATE:

07-06-99

AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ACI CORP.,
a Delaware Corporation

ACI CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That a resolution was duly adopted by the Company's Board of Directors setting forth a proposed amendment to the Company's Certificate of Incorporation as filed on February 18, 1998 with the Secretary of State of the State of Delaware, and declaring such amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Company's Certificate of Incorporation be amended to change Article I thereof so that, as amended, such Article shall read in its entirety as follows:

"The name of the corporation is Rhythms Links Inc."

SECOND: That, thereafter, the Company's sole stockholder approved the amendment by written consent in accordance with Section 228 of the Delaware General Corporation Law.

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

FOURTH: That the capital of the Company shall not be reduced under or by reason of such amendment.

JUL-02-1999 FRI 03:18 PM RHYTHMS

FAX NO. 13034765700

P. C3

IN WITNESS WHEREOF, said ACT Corp., has caused this certificate to be signed by Catherine Hapka, its President and Chief Executive Officer, on this 1st day of July, 1999.

Catherine M. Hapka
Catherine Hapka, President and Chief
Executive Officer

2025 RELEASE UNDER E.O. 14176

JUL 08 '99 10:09 FR BROBECK PHLEGER SD
 619 234 3848 TO 9877#026782*0001 P.04/04
 JUL 08 '99 10:09 FR BROBECK PHLEGER SD
 619 234 3848 TO 9877#026782*0001 P.03/10
 PAGE 03
 JUN 30 '99 15:32 FR BROBECK PHLEGER SD
 619 234 3848 TO 9877#026782*0001 P.03/10